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February 29, 2000

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: In re Application of CCCTN, Inc. d/b/a Connect! for a Certificate of
Public Convenience and Necessity to Provide Competing Facilities-
Based and Resold Local Exchange Telecommunications Services in TN

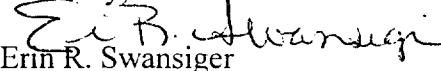
Dear Mr. Waddell,

99-00854

In response to a request from the staff of the Tennessee Regulatory Authority ("TRA"), enclosed please find an original and thirteen (13) copies of the *revised* Three Year Projected (Pro Forma) Financial Statements of CCCTN, Inc. d/b/a Connect! ("Connect!"). These documents were originally submitted on November 8, 1999, as **Exhibit E** to the above-referenced Application. However, the original **Exhibit E** contained projected revenues for *both* the Company's local and long distance operations in Tennessee. As a result, for clarification, Connect! submits the revised **Exhibit E**, which contains projected revenues for the Company's local operations in Tennessee.

Due to the **confidential and proprietary** nature of the financial information contained in **Amended Exhibit E**, this information is submitted, *under seal*, in the enclosed envelope. Please feel free to contact the undersigned if you have any questions.

Sincerely,


Erin R. Swansiger

Enclosures

cc: D. Billye Sanders, Esq.